

WT 00-3

Name	Callsign	File Number	Parent File Number	Receipt Date	App. Type	Application Source	Status
VoiceStream Wireless Holding Corporation	KA2XEK	0027-EX-TC-1999	0027-EX-TU-1999	12/01/1999	Transfer	Electronic	P
VoiceStream Wireless Holding Corporation	KA2XEM	0025-EX-TC-1999	0025-EX-TU-1999	12/01/1999	Transfer	Electronic	P
VoiceStream Wireless Holding Corporation	KA2XEN	0024-EX-TC-1999	0024-EX-TU-1999	12/01/1999	Transfer	Electronic	P
VoiceStream Wireless Holding Corporation	KA2XER	0022-EX-TC-1999	0022-EX-TU-1999	12/01/1999	Transfer	Electronic	P
VoiceStream Wireless Holding Corporation	KA2XES	0026-EX-TC-1999	0026-EX-TU-1999	12/01/1999	Transfer	Electronic	P
VoiceStream Wireless Holding Corporation	KF2XEH	0011-EX-TC-1999	0016-EX-TU-1999	07/15/1999	Transfer	Electronic	P
VoiceStream Wireless Holding Corporation	KK2XCV	0010-EX-TC-1999	0016-EX-TU-1999	07/15/1999	Transfer	Electronic	P
VoiceStream Wireless Holding Corporation	KS2XFG	0021-EX-TC-1999	0021-EX-TU-1999	12/01/1999	Transfer	Electronic	P
VoiceStream Wireless Holding Corporation	WA2XDG	0009-EX-TC-1999	0015-EX-TU-1999	07/15/1999	Transfer	Electronic	P
VoiceStream Wireless Holding Corporation	WA2XHB	0023-EX-TC-1999	0023-EX-TU-1999	12/01/1999	Transfer	Electronic	P

WT 00-3

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING	FEDERAL COMMUNICATIONS COMMISSION <b>REMITTANCE ADVICE</b>	APPROVED BY OMB 3060-0589
(1) LOCKBOX # 358320	PAGE NO 1 OF 1	SPECIAL USE FCC USE ONLY

<b>SECTION A - PAYER INFORMATION</b>		
(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card) Gurman Blask and Freedman		(3) TOTAL AMOUNT PAID (dollars and cents) \$ 45.00
(4) STREET ADDRESS LINE NO. 1 1400 Sixteenth Street, NW, Suite 500		
(5) STREET ADDRESS LINE NO. 2		
(6) CITY Washington	(7) STATE DC	(8) ZIP CODE 20036
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-328-8200	(10) COUNTRY CODE (if not in U.S.A.)	

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B  
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

<b>SECTION B - APPLICANT INFORMATION</b>		
(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card) VoiceStream Wireless Holding Corporation		
(12) STREET ADDRESS LINE NO. 1 3650 131st Ave., SE, Suite 400		
(13) STREET ADDRESS LINE NO. 2		
(14) CITY Bellevue	(15) STATE WA	(16) ZIP CODE 98006
(17) DAYTIME TELEPHONE NUMBER (include area code) 425-586-8700	(18) COUNTRY CODE (if not in U.S.A.)	

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

<b>SECTION C - PAYMENT INFORMATION</b>					
(18A) FCC CALL SIGN/OTHER ID 0027TU1999	(20A) PAYMENT TYPE CODE (PTC) E A E	(21A) QUANTITY 1	(22A) FEE DUE FOR (PTC) IN BLOCK 20A \$ 45.00	FCC USE ONLY	
(23A) FCC CODE 1		(24A) FCC CODE 2			
(18B) FCC CALL SIGN/OTHER ID	(20B) PAYMENT TYPE CODE (PTC)	(21B) QUANTITY	(22B) FEE DUE FOR (PTC) IN BLOCK 20B	FCC USE ONLY	
(23B) FCC CODE 1		(24B) FCC CODE 2			
(18C) FCC CALL SIGN/OTHER ID	(20C) PAYMENT TYPE CODE (PTC)	(21C) QUANTITY	(22C) FEE DUE FOR (PTC) IN BLOCK 20C	FCC USE ONLY	
(23C) FCC CODE 1		(24C) FCC CODE 2			
(18D) FCC CALL SIGN/OTHER ID	(20D) PAYMENT TYPE CODE (PTC)	(21D) QUANTITY	(22D) FEE DUE FOR (PTC) IN BLOCK 20D	FCC USE ONLY	
(23D) FCC CODE 1		(24D) FCC CODE 2			

**SECTION D - TAXPAYER INFORMATION (REQUIRED)**

(25) PAYER TIN	(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2 APPLICANT TIN
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**SECTION E - CERTIFICATION**

(27) CERTIFICATION STATEMENT I, _____, Certify under penalty of perjury that the foregoing and supporting information (PRINT NAME) are true and correct to the best of my knowledge, information and belief. SIGNATURE _____
---

**SECTION F - CREDIT CARD PAYMENT INFORMATION**

(28) MASTERCARD/VISA ACCOUNT NUMBER	EXPIRATION DATE
MASTERCARD	MONTH YEAR
VISA	MONTH YEAR
I hereby authorize the FCC to charge my VISA or MASTERCARD for the services (if authorized) herein described.	AUTHORIZED SIGNATURE DATE



**The Transfer of Control Application You Just Entered Has Been Submitted Successfully To The OET Experimental Licensing Branch. Please Print Or Record The Following Information and Save For Future Reference:**

Form 703 Confirmation Number:	EL7555
Form 703 File Number:	0027-EX-TU-1999
Date of Submission:	12/01/1999
To submit another application, please select one from the list displayed to the left of your screen.	
Press this button to begin document submission process.	<input type="button" value="Exhibits Form"/>
Press this button to complete this application.	<input type="button" value="Complete Submission"/>

[FCC Home Page](#) | [Search](#) | [Commissioners](#) | [Bureaus Offices](#) | [Finding Info](#)

*Mail your comments or suggestions (To: [ELB@fcc.gov](mailto:ELB@fcc.gov))  
FCC - Federal Communications Commission - FCC\_703*

You will be presented with the FCC FORM 159, Fee Remittance Advice after submitting your application and obtaining a confirmation number. This Fee Remittance Advice, FCC Form 159, must currently be submitted in paper form along with payment to the address indicated in the FCC Fee Filing Guide. Electronic submission of FCC Form 159 is not currently available.

Expires 11/30/99

**FCC FORM 703 - FEDERAL COMMUNICATIONS COMMISSION**  
**APPLICATION FOR CONSENT TO TRANSFER CONTROL OF CORPORATION**  
**HOLDING STATION LICENSE**  
(This application must be filed before Transfer of Control takes place)

**1. Name of corporate licensee:\***  
APT MINNEAPOLIS, INC.

Attention:

Brian O'Connor, Director

Street Address:\*

8410 W Bryn Mawr Ste 1100

P.O. Box:

City:\*

CHICAGO

State:\*

IL

Zip Code:\*

60631

E-mail Address:

**2. Call sign and radio service of each station:\***

KA2XEK XD

**3. Transferee Name:\***

VoiceStream Wireless Holding Corporation

Attention:

Christopher R Johnson

Street Address:\*

3650 131st Ave SE Suite 400

P.O. Box:

City:\*

Bellevue

State:\*

WA

Zip Code:\*

98006

E-Mail Address:

4. Subsequent to the Transfer of Control, will the licensee corporation be the same corporate entity? That is, will it retain its present name, corporate charter, State of incorporation, etc.? If "NO", submit an exhibit giving details.*	<input checked="" type="radio"/> Yes <input type="radio"/> No
5. Subsequent to the Transfer of Control, will the licensee corporation be a representative of any foreign government? If "YES", submit an exhibit giving details.*	<input type="radio"/> Yes <input checked="" type="radio"/> No
<b>6. THIS SECTION TO BE ANSWERED ONLY BY LICENSES OF PUBLIC COAST, AIRPORT CONTROL TOWER, AERONAUTICAL ENROUTE, AERONAUTICAL FIXED, OR COMMON CARRIER ALASKA PUBLIC FIXED STATIONS SUBSEQUENT TO THE TRANSFER OF CONTROL:</b>	
(a) Will any officer or director of such corporation be an alien?	
(b) Will more than 1/5 of the capital stock be either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	
(c) Will the licensee be directly or indirectly controlled by any other corporation?	
(d) What is the name and address of the corporation in immediate control?	
(e) Under the laws of what State or Country is the controlling corporation organized?	
(f) Is more than 1/4 of the capital stock of controlling corporation either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	
(g) Is any officer or more than 1/4 of the directors of the controlling corporation an alien?	
(h) Is the controlling corporation in turn controlled by other companies?	
<p>7. <b>CERTIFICATION</b></p> <ul style="list-style-type: none"> <li>Applicant waives any claim to the use of any particular frequency regardless of prior use by licensee or otherwise</li> <li>Applicant will have unlimited access to the radio equipment and will control access to exclude unauthorized persons;</li> <li>Neither applicant nor any member thereof is a foreign government or representative thereof;</li> <li>Applicant certifies that all statements made in this application and attachments are true, complete and made in good faith;</li> <li>Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance.</li> </ul> <p><b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(A)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).</b></p>	
Signature of Authorized Employee of Licensee Corporation:*	Date:
Don W Warkentin	12/02/1999
Signature of Transferee of Control*	Date:
David A Miller	12/02/1999
Check appropriate classification: *	
<input type="radio"/> Individual <input type="radio"/> Partner <input checked="" type="radio"/> Officer <input type="radio"/> Other (Please specify in an exhibit)	
NOTE: An asterisk "*" displayed after a field indicates it must be completed before this application can be submitted.	

**PUBLIC INTEREST STATEMENT**

By this application, Aerial Communications, Inc. ("Aerial") requests Commission consent to assign the license for Experimental Station KA2XEK, authorizing experimental service to VoiceStream Wireless Holding Inc. ("VoiceStream Holdings"). This application is one of 14 applications filed simultaneously herewith relating to a merger between Aerial and VoiceStream Wireless Corporation ("VoiceStream"). The combination of VoiceStream and Aerial brings together two major providers of GSM in the United States. VoiceStream Holdings will reap the benefits of increased scale and scope, improve spectrum efficiency, add to industry capacity, and facilitate widespread availability of advanced service packages that consumers are demanding. The subject experimental station is an integral part of that nationwide GSM system. Accordingly, grant of this application will serve the public interest.

**GURMAN, BLASK & FREEDMAN, CHARTERED**

1400 SIXTEENTH STREET, N.W.  
SUITE 500  
WASHINGTON, D.C. 20036

EXPLANATION	AMOUNT

15-52/540

5353

PAY  
AMOUNT  
OF

Forty Five

00/100

DOLLARS

CHECK  
AMOUNT

DATE	TO THE ORDER OF	GROSS	DESCRIPTION	CHECK NUMBER
12/2/99	FCC	Shing fee	1034-38	5353

\$ 45.00

*(Signature)*

**CRESTAR**

CRESTAR BANK, N.A.  
WASHINGTON, D.C.

⑈005353⑈ ⑆054000522⑆ 206673434⑈





You will be presented with the FCC FORM 159, Fee Remittance Advice after submitting your application and obtaining a confirmation number. This Fee Remittance Advice, FCC Form 159, must currently be submitted in paper form along with payment to the address indicated in the FCC Fee Filing Guide. Electronic submission of FCC Form 159 is not currently available.

Expires 11/30/99

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**APPLICATION FOR CONSENT TO TRANSFER CONTROL OF CORPORATION**  
**HOLDING STATION LICENSE**  
(This application must be filed before Transfer of Control takes place)

**1. Name of corporate licensee:\***

APT KANSAS CITY, INC.

Attention:

Brian O'Connor, Director

Street Address:\*

8410 W Bryn Mawr Ste 1100

P.O. Box:

City:\*

CHICAGO

State:\*

IL

Zip Code:\*

60631

E-mail Address:

**2. Call sign and radio service of each station:\***

KA2XEM XD

**3. Transferee Name:\***

VoiceStream Wireless Holding Corporation

Attention:

Christopher R. Johnson

Street Address:\*

3650 131st Ave SE Suite 400

P.O. Box:

City:\*

Bellevue

State:\*

WA

Zip Code:\*

98006

E-Mail Address:

<b>4. Subsequent to the Transfer of Control, will the licensee corporation be the same corporate entity? That is, will it retain its present name, corporate charter, State of incorporation, etc.? If "NO", submit an exhibit giving details.*</b>	<input checked="" type="radio"/> Yes <input type="radio"/> No
<b>5. Subsequent to the Transfer of Control, will the licensee corporation be a representative of any foreign government? If "YES", submit an exhibit giving details.*</b>	<input type="radio"/> Yes <input checked="" type="radio"/> No
<b>6. THIS SECTION TO BE ANSWERED ONLY BY LICENSES OF PUBLIC COAST, AIRPORT CONTROL TOWER, AERONAUTICAL ENROUTE, AERONAUTICAL FIXED, OR COMMON CARRIER ALASKA PUBLIC FIXED STATIONS SUBSEQUENT TO THE TRANSFER OF CONTROL:</b>	
<b>(a) Will any officer or director of such corporation be an alien?</b>	
<b>(b) Will more than 1/5 of the capital stock be either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?</b>	
<b>(c) Will the licensee be directly or indirectly controlled by any other corporation?</b>	
<b>(d) What is the name and address of the corporation in immediate control?</b>	
<b>(e) Under the laws of what State or Country is the controlling corporation organized?</b>	
<b>(f) Is more than 1/4 of the capital stock of controlling corporation either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?</b>	
<b>(g) Is any officer or more than 1/4 of the directors of the controlling corporation an alien?</b>	
<b>(h) Is the controlling corporation in turn controlled by other companies?</b>	
<div style="text-align: center; border: 1px solid black; padding: 5px;"> <b>7. CERTIFICATION</b> </div> <ul style="list-style-type: none"> <li>Applicant waives any claim to the use of any particular frequency regardless of prior use by licensee or otherwise</li> <li>Applicant will have unlimited access to the radio equipment and will control access to exclude unauthorized persons;</li> <li>Neither applicant nor any member thereof is a foreign government or representative thereof;</li> <li>Applicant certifies that all statements made in this application and attachments are true, complete and made in good faith;</li> <li>Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance.</li> </ul> <p style="text-align: center; margin-top: 10px;"> <b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(A)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).</b> </p>	
<b>Signature of Authorized Employee of Licensee Corporation:*</b> <div style="border: 1px solid black; width: 450px; height: 1.2em; margin-top: 2px;"></div> Don W Warkentin	<b>Date:</b> 12/02/1999
<b>Signature of Transferee of Control*</b> <div style="border: 1px solid black; width: 450px; height: 1.2em; margin-top: 2px;"></div> David A Miller	<b>Date:</b> 12/02/1999
<b>Check appropriate classification: *</b> <input type="radio"/> Individual <input type="radio"/> Partner <input checked="" type="radio"/> Officer <input type="radio"/> Other (Please specify in an exhibit)	
NOTE: An asterisk "*" displayed after a field indicates it must be completed before this application can be submitted.	

**PUBLIC INTEREST STATEMENT**

By this application, Aerial Communications, Inc. ("Aerial") requests Commission consent to assign the license for Experimental Station KA2XEM, authorizing experimental service to VoiceStream Wireless Holding Inc. ("VoiceStream Holdings"). This application is one of 14 applications filed simultaneously herewith relating to a merger between Aerial and VoiceStream Wireless Corporation ("VoiceStream"). The combination of VoiceStream and Aerial brings together two major providers of GSM in the United States. VoiceStream Holdings will reap the benefits of increased scale and scope, improve spectrum efficiency, add to industry capacity, and facilitate widespread availability of advanced service packages that consumers are demanding. The subject experimental station is an integral part of that nationwide GSM system. Accordingly, grant of this application will serve the public interest.

**GURMAN, BLASK & FREEDMAN, CHARTERED**1400 SIXTEENTH STREET, N.W.  
SUITE 500  
WASHINGTON, D.C. 20036

EXPLANATION	AMOUNT

15-52/540

5356

PAY  
AMOUNT  
OF

Forty Five

20/100

DOLLARS

CHECK  
AMOUNT

DATE	TO THE ORDER OF	GROSS					CHECK NUMBER
12/2/79	FCC	Slings fee	1034-38				5356
			DESCRIPTION				

\$ 45.00

**CRESTAR**CRESTAR BANK, N.A.  
WASHINGTON, D.C.

⑈005356⑈ ⑆054000522⑆ 206673434⑈

<b>READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING</b>		<b>FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE</b>		APPROVED BY OMB 3060-0589	
(1) LOCKBOX # 358320		PAGE NO. <u>1</u> OF <u>1</u>		<div style="border: 1px solid black; padding: 2px;">SPECIAL USE</div> <div style="border: 1px solid black; padding: 2px;">FCC USE ONLY</div>	
<b>SECTION A - PAYER INFORMATION</b>					
(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card) <b>Gurman Blask and Freedman</b>				(3) TOTAL AMOUNT PAID (dollars and cents) <b>\$ 45.00</b>	
(4) STREET ADDRESS LINE NO. 1 <b>1400 Sixteenth Street, NW, Suite 500</b>					
(5) STREET ADDRESS LINE NO. 2					
(6) CITY <b>Washington</b>		(7) STATE <b>DC</b>		(8) ZIP CODE <b>20036</b>	
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>202-328-8200</b>		(10) COUNTRY CODE (if not in U.S.A.)			
<b>IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)</b>					
<b>SECTION B - APPLICANT INFORMATION</b>					
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(12) STREET ADDRESS LINE NO. 1 <b>3650 131st Ave., SE, Suite 400</b>					
(13) STREET ADDRESS LINE NO. 2					
(14) CITY <b>Bellevue</b>		(15) STATE <b>WA</b>		(16) ZIP CODE <b>98006</b>	
(17) DAYTIME TELEPHONE NUMBER (include area code) <b>425-586-8700</b>		(18) COUNTRY CODE (if not in U.S.A.)			
<b>COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)</b>					
<b>SECTION C - PAYMENT INFORMATION</b>					
(19A) FCC CALL SIGN/OTHER ID <b>0024TU1999</b>		(20A) PAYMENT TYPE CODE (PTC) <div style="display: flex; justify-content: space-around;"><div>E</div><div>A</div><div>E</div></div>		(21A) QUANTITY <b>1</b>	
(23A) FCC CODE 1		(22A) FEE DUE FOR (PTC) IN BLOCK 20A <b>\$ 45.00</b>		(24A) FCC CODE 2	
(19B) FCC CALL SIGN/OTHER ID		(20B) PAYMENT TYPE CODE (PTC)		(21B) QUANTITY	
(23B) FCC CODE 1		(22B) FEE DUE FOR (PTC) IN BLOCK 20B		(24B) FCC CODE 2	
(19C) FCC CALL SIGN/OTHER ID		(20C) PAYMENT TYPE CODE (PTC)		(21C) QUANTITY	
(23C) FCC CODE 1		(22C) FEE DUE FOR (PTC) IN BLOCK 20C		(24C) FCC CODE 2	
(19D) FCC CALL SIGN/OTHER ID		(20D) PAYMENT TYPE CODE (PTC)		(21D) QUANTITY	
(23D) FCC CODE 1		(22D) FEE DUE FOR (PTC) IN BLOCK 20D		(24D) FCC CODE 2	
<b>SECTION D - TAXPAYER INFORMATION (REQUIRED)</b>					
(25) PAYER TIN <b>3</b>			(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-3. APPLICANT TIN		
<b>SECTION E - CERTIFICATION</b>					
(27) CERTIFICATION STATEMENT I, _____, Certify under penalty of perjury that the foregoing and supporting information (PRINT NAME) are true and correct to the best of my knowledge, information and belief. SIGNATURE _____					
<b>SECTION F - CREDIT CARD PAYMENT INFORMATION</b>					
(28) MASTERCARD/VISA ACCOUNT NUMBER <div style="display: flex; justify-content: space-between;"><div><input type="checkbox"/> MASTERCARD <div style="border: 1px solid black; width: 300px; height: 20px; margin-top: 5px;"></div></div><div><input type="checkbox"/> VISA <div style="border: 1px solid black; width: 300px; height: 20px; margin-top: 5px;"></div></div></div>					
EXPIRATION DATE: <div style="display: flex; justify-content: space-around;"><div><div style="border: 1px solid black; width: 20px; height: 20px; display: flex; align-items: center; justify-content: center;">MM</div><div style="border: 1px solid black; width: 20px; height: 20px; display: flex; align-items: center; justify-content: center;">YY</div></div><div>MONTH YEAR</div></div>					
I hereby authorize the FCC to charge my VISA or MASTERCARD for the services (aeronautical telephones) herein described. AUTHORIZED SIGNATURE _____ DATE _____					

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(This application must be filed before Transfer of Control takes place)

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APT TAMPA/ORLANDO, INC.

Attention:

Brian T O'Connor Director

Street Address:\*

8410 W Bryn Mawr Ste 1100

P.O. Box:

City:\*

CHICAGO

State:\*

IL

Zip Code:\*

60631

E-mail Address:

**2. Call sign and radio service of each station:\***

KA2XEN XD

**3. Transferee Name:\***

VoiceStream Wireless Holding Corporation

Attention:

Christopher R Johnson

Street Address:\*

3650 131st Ave SE Suite 400

P.O. Box:

City:\*

Bellevue

State:\*

WA

Zip Code:\*

98006

E-Mail Address:

<b>4. Subsequent to the Transfer of Control, will the licensee corporation be the same corporate entity? That is, will it retain its present name, corporate charter, State of incorporation, etc.? If "NO", submit an exhibit giving details.*</b>	<input checked="" type="radio"/> Yes <input type="radio"/> No
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<b>(d) What is the name and address of the corporation in immediate control?</b>	
<b>(e) Under the laws of what State or Country is the controlling corporation organized?</b>	
<b>(f) Is more than 1/4 of the capital stock of controlling corporation either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?</b>	
<b>(g) Is any officer or more than 1/4 of the directors of the controlling corporation an alien?</b>	
<b>(h) Is the controlling corporation in turn controlled by other companies?</b>	
<div style="text-align: center; border: 1px solid black; padding: 5px;"> <b>7. CERTIFICATION</b> </div> <ul style="list-style-type: none"> <li>Applicant waives any claim to the use of any particular frequency regardless of prior use by licensee or otherwise</li> <li>Applicant will have unlimited access to the radio equipment and will control access to exclude unauthorized persons;</li> <li>Neither applicant nor any member thereof is a foreign government or representative thereof;</li> <li>Applicant certifies that all statements made in this application and attachments are true, complete and made in good faith;</li> <li>Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance.</li> </ul> <p style="text-align: center; font-weight: bold;">WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(A)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).</p>	
<b>Signature of Authorized Employee of Licensee Corporation:*</b> <div style="border: 1px solid black; padding: 2px;">Don W Warkentin</div>	<b>Date:</b> 12/02/1999
<b>Signature of Transferee of Control*</b> <div style="border: 1px solid black; padding: 2px;">David A Miller</div>	<b>Date:</b> 12/02/1999
<b>Check appropriate classification: *</b> <input type="radio"/> Individual <input type="radio"/> Partner <input checked="" type="radio"/> Officer <input type="radio"/> Other (Please specify in an exhibit)	
<b>NOTE: An asterisk '*' displayed after a field indicates it must be completed before this application can be submitted.</b>	

**PUBLIC INTEREST STATEMENT**

By this application, Aerial Communications, Inc. ("Aerial") requests Commission consent to assign the license for Experimental Station KA2XEN, authorizing experimental service to VoiceStream Wireless Holding Inc. ("VoiceStream Holdings"). This application is one of 14 applications filed simultaneously herewith relating to a merger between Aerial and VoiceStream Wireless Corporation ("VoiceStream"). The combination of VoiceStream and Aerial brings together two major providers of GSM in the United States. VoiceStream Holdings will reap the benefits of increased scale and scope, improve spectrum efficiency, add to industry capacity, and facilitate widespread availability of advanced service packages that consumers are demanding. The subject experimental station is an integral part of that nationwide GSM system. Accordingly, grant of this application will serve the public interest.



**GURMAN, BLASK & FREEDMAN, CHARTERED**

1400 SIXTEENTH STREET, N.W.  
SUITE 500  
WASHINGTON, D.C. 20036

EXPLANATION	AMOUNT

15-52/540

5357

PAY  
AMOUNT  
OF

*Forty Five*

*00/100*

DOLLARS

CHECK  
AMOUNT

DATE	TO THE ORDER OF	GROSS	DESCRIPTION	CHECK NUMBER
<i>12/2/99</i>	<i>FCC</i>	<i>fling fee</i>	<i>1034-38</i>	<i>5357</i>

\$ *45.00*

**CRESTAR**

CRESTAR BANK, N.A.  
WASHINGTON, D.C.

*[Signature]*

⑈005357⑈ ⑆054000522⑆ 206673434⑈



You will be presented with the FCC FORM 159, Fee Remittance Advice after submitting your application and obtaining a confirmation number. This Fee Remittance Advice, FCC Form 159, must currently be submitted in paper form along with payment to the address indicated in the FCC Fee Filing Guide. Electronic submission of FCC Form 159 is not currently available.

Expires 11/30/99

**FCC FORM 703 - FEDERAL COMMUNICATIONS COMMISSION  
APPLICATION FOR CONSENT TO TRANSFER CONTROL OF CORPORATION  
HOLDING STATION LICENSE  
(This application must be filed before Transfer of Control takes place)**

**1. Name of corporate licensee:\***

**APT HOUSTON, INC.**

**Attention:**

Brian O'Connor, Director

**Street Address:\***

8410 W Bryn Mawr Ste 1100

**P.O. Box:**

**City:\***

Chicago

**State:\***

IL

**Zip Code:\***

60631

**E-mail Address:**

**2. Call sign and radio service of each station:\***

**KA2XER XD**

**3. Transferee Name:\***

VoiceStream Wireless Holding Corporation

**Attention:**

Christopher R Johnson

**Street Address:\***

3650 131st Ave SE Suite 400

**P.O. Box:**

**City:\***

Bellevue

**State:\***

WA

**Zip Code:\***

98006

**E-Mail Address:**

<b>4. Subsequent to the Transfer of Control, will the licensee corporation be the same corporate entity? That is, will it retain its present name, corporate charter, State of incorporation, etc.? If "NO", submit an exhibit giving details.*</b>	<input checked="" type="radio"/> Yes <input type="radio"/> No
<b>5. Subsequent to the Transfer of Control, will the licensee corporation be a representative of any foreign government? If "YES", submit an exhibit giving details.*</b>	<input type="radio"/> Yes <input checked="" type="radio"/> No
<b>6. THIS SECTION TO BE ANSWERED ONLY BY LICENSES OF PUBLIC COAST, AIRPORT CONTROL TOWER, AERONAUTICAL ENROUTE, AERONAUTICAL FIXED, OR COMMON CARRIER ALASKA PUBLIC FIXED STATIONS SUBSEQUENT TO THE TRANSFER OF CONTROL:</b>	
<b>(a) Will any officer or director of such corporation be an alien?</b>	
<b>(b) Will more than 1/5 of the capital stock be either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?</b>	
<b>(c) Will the licensee be directly or indirectly controlled by any other corporation?</b>	
<b>(d) What is the name and address of the corporation in immediate control?</b>	
<b>(e) Under the laws of what State or Country is the controlling corporation organized?</b>	
<b>(f) Is more than 1/4 of the capital stock of controlling corporation either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?</b>	
<b>(g) Is any officer or more than 1/4 of the directors of the controlling corporation an alien?</b>	
<b>(h) Is the controlling corporation in turn controlled by other companies?</b>	
<div style="text-align: center; border: 1px solid black; margin: 10px auto; width: 80%;"> <b>7. CERTIFICATION</b> </div> <ul style="list-style-type: none"> <li>Applicant waives any claim to the use of any particular frequency regardless of prior use by licensee or otherwise</li> <li>Applicant will have unlimited access to the radio equipment and will control access to exclude unauthorized persons;</li> <li>Neither applicant nor any member thereof is a foreign government or representative thereof;</li> <li>Applicant certifies that all statements made in this application and attachments are true, complete and made in good faith;</li> <li>Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance.</li> </ul> <p style="text-align: center; margin-top: 10px;"> <b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(A)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).</b> </p>	
<b>Signature of Authorized Employee of Licensee Corporation:*</b> <div style="border: 1px solid black; width: 100%; height: 1.2em; margin-top: 2px;"></div> Don W Warkentin	<b>Date:</b> 12/02/1999
<b>Signature of Transferee of Control*</b> <div style="border: 1px solid black; width: 100%; height: 1.2em; margin-top: 2px;"></div> David A Miller	<b>Date:</b> 12/02/1999
<b>Check appropriate classification: *</b> <input type="radio"/> Individual <input type="radio"/> Partner <input checked="" type="radio"/> Officer <input type="radio"/> Other (Please specify in an exhibit)	
<b>NOTE: An asterisk "*" displayed after a field indicates it must be completed before this application can be submitted.</b>	

**PUBLIC INTEREST STATEMENT**

By this application, Aerial Communications, Inc. ("Aerial") requests Commission consent to assign the license for Experimental Station KA2XER, authorizing experimental service to VoiceStream Wireless Holding Inc. ("VoiceStream Holdings"). This application is one of 14 applications filed simultaneously herewith relating to a merger between Aerial and VoiceStream Wireless Corporation ("VoiceStream"). The combination of VoiceStream and Aerial brings together two major providers of GSM in the United States. VoiceStream Holdings will reap the benefits of increased scale and scope, improve spectrum efficiency, add to industry capacity, and facilitate widespread availability of advanced service packages that consumers are demanding. The subject experimental station is an integral part of that nationwide GSM system. Accordingly, grant of this application will serve the public interest.

**GURMAN, BLASK & FREEDMAN, CHARTERED**

1400 SIXTEENTH STREET, N.W.

SUITE 500

WASHINGTON, D.C. 20036

EXPLANATION	AMOUNT

15-52/540

5359

PAY  
AMOUNT  
OF

Forty Five

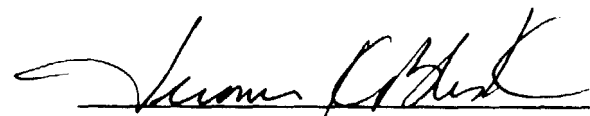
00/100

DOLLARS

CHECK  
AMOUNT

DATE	TO THE ORDER OF	GROSS	CHECK NUMBER
12/2/99	FCC	Printing	1034-38
		DESCRIPTION	5359

\$ 45.00

**CRESTAR**CRESTAR BANK, N.A.  
WASHINGTON, D.C.

⑈005359⑈ ⑆054000522⑆ 206673434⑈

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING		FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE		APPROVED BY OMB 3060-0589	
(1) LOCKBOX # 358320		PAGE NO. 1 OF 1		SPECIAL USE FCC USE ONLY	
SECTION A - PAYER INFORMATION					
(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card) Gurman Blask and Freedman				(3) TOTAL AMOUNT PAID (dollars and cents) \$ 45.00	
(4) STREET ADDRESS LINE NO. 1 1400 Sixteenth Street, NW, Suite 500					
(5) STREET ADDRESS LINE NO. 2					
(6) CITY Washington			(7) STATE DC	(8) ZIP CODE 20036	
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-328-8200			(10) COUNTRY CODE (if not in U.S.A.)		
IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)					
SECTION B - APPLICANT INFORMATION					
(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card) VoiceStream Wireless Holding Corporation					
(12) STREET ADDRESS LINE NO. 1 3650 131st Ave., SE, Suite 400					
(13) STREET ADDRESS LINE NO. 2					
(14) CITY Bellevue			(15) STATE WA	(16) ZIP CODE 98006	
(17) DAYTIME TELEPHONE NUMBER (include area code) 425-586-8700			(18) COUNTRY CODE (if not in U.S.A.)		
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)					
SECTION C - PAYMENT INFORMATION					
(19A) FCC CALL SIGN/OTHER ID 0026TU1999		(20A) PAYMENT TYPE CODE (PTC) E A E		(21A) QUANTITY 1	(22A) FEE DUE FOR (PTC) IN BLOCK 20A \$ 45.00
(23A) FCC CODE 1				(24A) FCC CODE 2	
(19B) FCC CALL SIGN/OTHER ID		(20B) PAYMENT TYPE CODE (PTC)		(21B) QUANTITY	(22B) FEE DUE FOR (PTC) IN BLOCK 20B \$
(23B) FCC CODE 1				(24B) FCC CODE 2	
(19C) FCC CALL SIGN/OTHER ID		(20C) PAYMENT TYPE CODE (PTC)		(21C) QUANTITY	(22C) FEE DUE FOR (PTC) IN BLOCK 20C \$
(23C) FCC CODE 1				(24C) FCC CODE 2	
(19D) FCC CALL SIGN/OTHER ID		(20D) PAYMENT TYPE CODE (PTC)		(21D) QUANTITY	(22D) FEE DUE FOR (PTC) IN BLOCK 20D \$
(23D) FCC CODE 1				(24D) FCC CODE 2	
SECTION D - TAXPAYER INFORMATION (REQUIRED)					
(25) PAYER TIN			(26) APPLICANT TIN		
SECTION E - CERTIFICATION					
(27) CERTIFICATION STATEMENT I, _____, Certify under penalty of perjury that the foregoing and supporting information (PRINT NAME) are true and correct to the best of my knowledge, information and belief. SIGNATURE _____					
SECTION F - CREDIT CARD PAYMENT INFORMATION					
(28) MASTERCARD/VISA ACCOUNT NUMBER		EXPIRATION DATE			
MASTERCARD		MONTH YEAR			
VISA		DATE			
I hereby authorize the FCC to charge my VISA or MASTERCARD for the services of authorized persons as herein described		AUTHORIZED SIGNATURE		DATE	
SEE PUBLIC BURDEN ESTIMATE ON REVERSE					
FCC FORM 159 JULY 1997 (REVISED)					

You will be presented with the FCC FORM 159, Fee Remittance Advice after submitting your application and obtaining a confirmation number. This Fee Remittance Advice, FCC Form 159, must currently be submitted in paper form along with payment to the address indicated in the FCC Fee Filing Guide. Electronic submission of FCC Form 159 is not currently available.

Expires 11/30/99

**FCC FORM 703 - FEDERAL COMMUNICATIONS COMMISSION  
APPLICATION FOR CONSENT TO TRANSFER CONTROL OF CORPORATION  
HOLDING STATION LICENSE**  
(This application must be filed before Transfer of Control takes place)

**1. Name of corporate licensee:\***

**APT PITTSBURGH LIMITED PARTNERSHIP**

**Attention:**

**Brian O'Connor, Director**

**Street Address:\***

**8410 W. Bryn Mawr, Ste 1100**

**P.O. Box:**

**City:\***

**Chicago**

**State:\***

**IL**

**Zip Code:\***

**60631**

**E-mail Address:**

**2. Call sign and radio service of each station:\***

**KA2XES XD**

**3. Transferee Name:\***

**VoiceStream Wireless Holding Corporation**

**Attention:**

**Christopher R. Johnson**

**Street Address:\***

**3650 131st Ave. SE, Suite 400**

**P.O. Box:**

**City:\***

**Bellevue**

**State:\***

**WA**

**Zip Code:\***

**98006**

**E-Mail Address:**



<b>4. Subsequent to the Transfer of Control, will the licensee corporation be the same corporate entity? That is, will it retain its present name, corporate charter, State of incorporation, etc.? If "NO", submit an exhibit giving details.*</b>	<input type="radio"/> Yes <input type="radio"/> No
<b>5. Subsequent to the Transfer of Control, will the licensee corporation be a representative of any foreign government? If "YES", submit an exhibit giving details.*</b>	<input type="radio"/> Yes <input checked="" type="radio"/> No
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<b>(a) Will any officer or director of such corporation be an alien?</b>	
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<b>(c) Will the licensee be directly or indirectly controlled by any other corporation?</b>	
<b>(d) What is the name and address of the corporation in immediate control?</b>	
<b>(e) Under the laws of what State or Country is the controlling corporation organized?</b>	
<b>(f) Is more than 1/4 of the capital stock of controlling corporation either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?</b>	
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<b>Signature of Authorized Employee of Licensee Corporation:*</b> <div style="border: 1px solid black; padding: 2px;">Don W Warkentin</div>	<b>Date:</b> 12/02/1999
<b>Signature of Transferee of Control*</b> <div style="border: 1px solid black; padding: 2px;">David A Miller</div>	<b>Date:</b> 12/02/1999
<b>Check appropriate classification: *</b> <input type="radio"/> Individual <input type="radio"/> Partner <input checked="" type="radio"/> Officer <input type="radio"/> Other (Please specify in an exhibit)	
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**GURMAN, BLASK & FREEDMAN, CHARTERED**

1400 SIXTEENTH STREET, N.W.

SUITE 500

WASHINGTON, D.C. 20036

EXPLANATION	AMOUNT

15-52/540

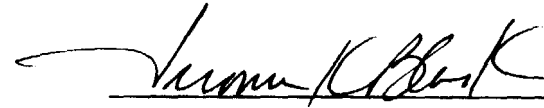
5355

PAY  
AMOUNT  
OF*Forty Five**00/100*

DOLLARS

CHECK  
AMOUNT

DATE	TO THE ORDER OF	GROSS	DESCRIPTION	CHECK NUMBER
<i>12/2/99</i>	<i>FCC</i>	<i>Filing fee</i>	<i>1034-38</i>	<i>5355</i>

\$ *45.00***CRESTAR**CRESTAR BANK, N.A.  
WASHINGTON, D.C.

⑈005355⑈ ⑆054000522⑆ 206673434⑈

<b>READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING</b>		<b>FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE</b>		APPROVED BY OMB 3060-0589	
(1) LOCKBOX # 358320		PAGE NO <u>1</u> OF <u>1</u>		SPECIAL USE  FCC USE ONLY	
<b>SECTION A - PAYER INFORMATION</b>					
(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card) <b>Gurman Blask and Freedman</b>				(3) TOTAL AMOUNT PAID (dollars and cents) <b>\$ 45.00</b>	
(4) STREET ADDRESS LINE NO. 1 <b>1400 Sixteenth Street, NW, Suite 500</b>					
(5) STREET ADDRESS LINE NO. 2					
(6) CITY <b>Washington</b>			(7) STATE <b>DC</b>		(8) ZIP CODE <b>20036</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>202-328-8200</b>			(10) COUNTRY CODE (if not in U.S.A.)		
<b>IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)</b>					
<b>SECTION B - APPLICANT INFORMATION</b>					
(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card) <b>VoiceStream Wireless Holding Corporation</b>					
(12) STREET ADDRESS LINE NO. 1 <b>3650 131st Ave., SE, Suite 400</b>					
(13) STREET ADDRESS LINE NO. 2					
(14) CITY <b>Bellevue</b>			(15) STATE <b>WA</b>		(16) ZIP CODE <b>98006</b>
(17) DAYTIME TELEPHONE NUMBER (include area code) <b>425-586-8700</b>			(18) COUNTRY CODE (if not in U.S.A.)		
<b>COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)</b>					
<b>SECTION C - PAYMENT INFORMATION</b>					
(19A) FCC CALL SIGN/OTHER ID <b>0021TU1999</b>		(20A) PAYMENT TYPE CODE (PTC) <div style="display: flex; justify-content: space-around;"><div>E</div><div>A</div><div>E</div></div>		(21A) QUANTITY <b>1</b>	
				(22A) FEE DUE FOR (PTC) IN BLOCK 20A <b>\$ 45.00</b>	
(23A) FCC CODE 1		(24A) FCC CODE 2			
(19B) FCC CALL SIGN/OTHER ID		(20B) PAYMENT TYPE CODE (PTC)		(21B) QUANTITY	
				(22B) FEE DUE FOR (PTC) IN BLOCK 20B \$	
(23B) FCC CODE 1		(24B) FCC CODE 2			
(19C) FCC CALL SIGN/OTHER ID		(20C) PAYMENT TYPE CODE (PTC)		(21C) QUANTITY	
				(22C) FEE DUE FOR (PTC) IN BLOCK 20C \$	
(23C) FCC CODE 1		(24C) FCC CODE 2			
(19D) FCC CALL SIGN/OTHER ID		(20D) PAYMENT TYPE CODE (PTC)		(21D) QUANTITY	
				(22D) FEE DUE FOR (PTC) IN BLOCK 20D \$	
(23D) FCC CODE 1		(24D) FCC CODE 2			
<b>SECTION D - TAXPAYER INFORMATION (REQUIRED)</b>					
(25) PAYER TIN			(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IS DIFFERENT FROM PAYER NAME APPLICANT TIN		
<b>SECTION E - CERTIFICATION</b>					
(27) CERTIFICATION STATEMENT I, _____, Certify under penalty of perjury that the foregoing and supporting information (PRINT NAME) are true and correct to the best of my knowledge, information and beliefs SIGNATURE _____					
<b>SECTION F - CREDIT CARD PAYMENT INFORMATION</b>					
(28) MASTERCARD/VISA ACCOUNT NUMBER <div style="display: flex; align-items: center;"><div style="margin-right: 10px;"><input type="checkbox"/> MASTERCARD <input type="checkbox"/> VISA</div><div style="border: 1px solid black; padding: 2px; display: flex; justify-content: space-between;"><div style="width: 100%; text-align: center;">[15 digit account number grid]</div><div style="width: 100px; text-align: center;">EXPIRATION DATE: [month/year grid]</div></div></div>					
I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization(s) herein described.			AUTHORIZED SIGNATURE DATE		

You will be presented with the FCC FORM 159, Fee Remittance Advice after submitting your application and obtaining a confirmation number. This Fee Remittance Advice, FCC Form 159, must currently be submitted in paper form along with payment to the address indicated in the FCC Fee Filing Guide. Electronic submission of FCC Form 159 is not currently available.

Expires 11/30/99

**FCC FORM 703 - FEDERAL COMMUNICATIONS COMMISSION  
APPLICATION FOR CONSENT TO TRANSFER CONTROL OF CORPORATION  
HOLDING STATION LICENSE**

(This application must be filed before Transfer of Control takes place)

**1. Name of corporate licensee:\***

**APT COLUMBUS, INC.**

**Attention:**

Brian O'Connor, Director

**Street Address:\***

8410 W. Bryn Mawr Ste. 1100

**P.O. Box:**

**City:\***

Chicago

**State:\***

IL

**Zip Code:\***

60631

**E-mail Address:**

**2. Call sign and radio service of each station:\***

KS2XFG XD

**3. Transferee Name:\***

VoiceStream Wireless Holding Corporation

**Attention:**

Christopher R. Johnson

**Street Address:\***

3650 131st Ave., SE, Suite 400

**P.O. Box:**

**City:\***

Bellevue

**State:\***

WA

**Zip Code:\***

98006

**E-Mail Address:**

4. Subsequent to the Transfer of Control, will the licensee corporation be the same corporate entity? That is, will it retain its present name, corporate charter, State of incorporation, etc.? If "NO", submit an exhibit giving details.*	<input checked="" type="radio"/> Yes <input type="radio"/> No
5. Subsequent to the Transfer of Control, will the licensee corporation be a representative of any foreign government? If "YES", submit an exhibit giving details.*	<input type="radio"/> Yes <input checked="" type="radio"/> No
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(g) Is any officer or more than 1/4 of the directors of the controlling corporation an alien?	
(h) Is the controlling corporation in turn controlled by other companies?	
7.	
CERTIFICATION	
<ul style="list-style-type: none"> <li>Applicant waives any claim to the use of any particular frequency regardless of prior use by licensee or otherwise</li> <li>Applicant will have unlimited access to the radio equipment and will control access to exclude unauthorized persons;</li> <li>Neither applicant nor any member thereof is a foreign government or representative thereof;</li> <li>Applicant certifies that all statements made in this application and attachments are true, complete and made in good faith;</li> <li>Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance.</li> </ul>	
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(A)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).	
Signature of Authorized Employee of Licensee Corporation:*	Date:
Don W. Warkentin	12/02/1999
Signature of Transferee of Control*	Date:
David A. Miller	12/02/1999
Check appropriate classification: *	
<input type="radio"/> Individual <input type="radio"/> Partner <input checked="" type="radio"/> Officer <input type="radio"/> Other (Please specify in an exhibit)	
NOTE: An asterisk "*" displayed after a field indicates it must be completed before this application can be submitted.	

**PUBLIC INTEREST STATEMENT**

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FOR SECURITY PURPOSES, THIS DOCUMENT CONTAINS MICROPRINTING IN THE BORDER AND AN ARTIFICIAL WATER MARK ON THE REVERSE SIDE. HOLD AT AN ANGLE TO VIEW.

**GURMAN, BLASK & FREEDMAN, CHARTERED**

1400 SIXTEENTH STREET, N.W.  
SUITE 500  
WASHINGTON, D.C. 20036

EXPLANATION	AMOUNT

15-52/540

5354

PAY AMOUNT OF Forty Five 00/100 DOLLARS

CHECK AMOUNT

DATE	TO THE ORDER OF	GROSS	CHECK NUMBER	CHECK AMOUNT
12/2/99	FCC	Ring fee	1034-38	5354

**CRESTAR**

CRESTAR BANK, N.A.  
WASHINGTON, D.C.

*Vernon K. Blask*

MP

005354 054000522 206673434



<b>READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING</b>		<b>FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE</b>		APPROVED BY OMB 3060-0589	
(1) LOCKBOX # 358320		PAGE NO <u>1</u> OF <u>1</u>		<div style="border: 1px solid black; padding: 2px;">SPECIAL USE</div> <div style="border: 1px solid black; padding: 2px;">FCC USE ONLY</div>	
<b>SECTION A - PAYER INFORMATION</b>					
(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card) <b>Gurman Blask and Freedman</b>				(3) TOTAL AMOUNT PAID (dollars and cents) <b>\$ 45.00</b>	
(4) STREET ADDRESS LINE NO. 1 <b>1400 Sixteenth Street, NW, Suite 500</b>					
(5) STREET ADDRESS LINE NO. 2					
(6) CITY <b>Washington</b>			(7) STATE <b>DC</b>		(8) ZIP CODE <b>20036</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>202-328-8200</b>			(10) COUNTRY CODE (if not in U.S.A.)		
<b>IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)</b>					
<b>SECTION B - APPLICANT INFORMATION</b>					
(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card) <b>VoiceStream Wireless Holding Corporation</b>					
(12) STREET ADDRESS LINE NO. 1 <b>3650 131st Ave., SE, Suite 400</b>					
(13) STREET ADDRESS LINE NO. 2					
(14) CITY <b>Bellevue</b>			(15) STATE <b>WA</b>		(16) ZIP CODE <b>98006</b>
(17) DAYTIME TELEPHONE NUMBER (include area code) <b>425-586-8700</b>			(18) COUNTRY CODE (if not in U.S.A.)		
<b>COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)</b>					
<b>SECTION C - PAYMENT INFORMATION</b>					
(18A) FCC CALL SIGN/OTHER ID <b>0023TU1999</b>		(20A) PAYMENT TYPE CODE (PTC) <div style="display: flex; justify-content: space-around;"><div>E</div><div>A</div><div>E</div></div>		(21A) QUANTITY <b>1</b>	
(23A) FCC CODE 1		(22A) FEE DUE FOR (PTC) IN BLOCK 20A <b>\$ 45.00</b>		FCC USE ONLY	
(18B) FCC CALL SIGN/OTHER ID		(20B) PAYMENT TYPE CODE (PTC)		(21B) QUANTITY	
(23B) FCC CODE 1		(22B) FEE DUE FOR (PTC) IN BLOCK 20B		FCC USE ONLY	
(18C) FCC CALL SIGN/OTHER ID		(20C) PAYMENT TYPE CODE (PTC)		(21C) QUANTITY	
(23C) FCC CODE 1		(22C) FEE DUE FOR (PTC) IN BLOCK 20C		FCC USE ONLY	
(18D) FCC CALL SIGN/OTHER ID		(20D) PAYMENT TYPE CODE (PTC)		(21D) QUANTITY	
(23D) FCC CODE 1		(22D) FEE DUE FOR (PTC) IN BLOCK 20D		FCC USE ONLY	
<b>SECTION D - TAXPAYER INFORMATION (REQUIRED)</b>					
(25) PAYER TIN <div style="border: 1px solid black; width: 150px; height: 20px; display: inline-block;"></div> APPLICANT TIN <div style="border: 1px solid black; width: 150px; height: 20px; display: inline-block;"></div>					
<b>CERTIFICATION</b>					
(27) CERTIFICATION STATEMENT I, _____, Certify under penalty of perjury that the foregoing and supporting information (PRINT NAME) are true and correct to the best of my knowledge, information and belief. SIGNATURE _____					
<b>SECTION E - CREDIT CARD PAYMENT INFORMATION</b>					
(28) MASTERCARD/VISA ACCOUNT NUMBER: <div style="display: flex; justify-content: space-between;"><div><div style="border: 1px solid black; padding: 2px;">MASTERCARD</div><div style="border: 1px solid black; padding: 2px;">VISA</div></div><div><div style="border: 1px solid black; padding: 2px;">I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorizations(s) herein described.</div><div style="border: 1px solid black; padding: 2px;">AUTHORIZED SIGNATURE</div></div><div><div style="border: 1px solid black; padding: 2px;">EXPIRATION DATE: MONTH YEAR</div><div style="border: 1px solid black; padding: 2px;">DATE</div></div></div>					

You will be presented with the FCC FORM 159, Fee Remittance Advice after submitting your application and obtaining a confirmation number. This Fee Remittance Advice, FCC Form 159, must currently be submitted in paper form along with payment to the address indicated in the FCC Fee Filing Guide. Electronic submission of FCC Form 159 is not currently available.

Expires 11/30/99

**FCC FORM 703 - FEDERAL COMMUNICATIONS COMMISSION  
APPLICATION FOR CONSENT TO TRANSFER CONTROL OF CORPORATION  
HOLDING STATION LICENSE**  
(This application must be filed before Transfer of Control takes place)

**1. Name of corporate licensee:\***

**AERIAL COMMUNICATIONS, INC.**

**Attention:**

DAVID B LOWRY

**Street Address:\***

8410 WEST BRYN MAWR AVE. SUITE 1100

**P.O. Box:**

**City:\***

CHICAGO

**State:\***

IL

**Zip Code:\***

60631

**E-mail Address:**

**2. Call sign and radio service of each station:\***

**WA2XHB XD**

**3. Transferee Name:\***

VoiceStream Wireless Holding Corporation

**Attention:**

Christopher R. Johnson

**Street Address:\***

3650 131st Ave SE Suite 400

**P.O. Box:**

**City:\***

Bellevue

**State:\***

WA

**Zip Code:\***

98006

**E-Mail Address:**

<b>4. Subsequent to the Transfer of Control, will the licensee corporation be the same corporate entity? That is, will it retain its present name, corporate charter, State of incorporation, etc.? If "NO", submit an exhibit giving details.*</b>	<input checked="" type="radio"/> Yes <input type="radio"/> No
<b>5. Subsequent to the Transfer of Control, will the licensee corporation be a representative of any foreign government? If "YES", submit an exhibit giving details.*</b>	<input type="radio"/> Yes <input checked="" type="radio"/> No
<b>6. THIS SECTION TO BE ANSWERED ONLY BY LICENSES OF PUBLIC COAST, AIRPORT CONTROL TOWER, AERONAUTICAL ENROUTE, AERONAUTICAL FIXED, OR COMMON CARRIER ALASKA PUBLIC FIXED STATIONS SUBSEQUENT TO THE TRANSFER OF CONTROL:</b>	
<b>(a) Will any officer or director of such corporation be an alien?</b>	
<b>(b) Will more than 1/5 of the capital stock be either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?</b>	
<b>(c) Will the licensee be directly or indirectly controlled by any other corporation?</b>	
<b>(d) What is the name and address of the corporation in immediate control?</b>	
<b>(e) Under the laws of what State or Country is the controlling corporation organized?</b>	
<b>(f) Is more than 1/4 of the capital stock of controlling corporation either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?</b>	
<b>(g) Is any officer or more than 1/4 of the directors of the controlling corporation an alien?</b>	
<b>(h) Is the controlling corporation in turn controlled by other companies?</b>	
<div style="text-align: center; border-top: 1px solid black; border-bottom: 1px solid black; margin: 10px 0;"> <b>7. CERTIFICATION</b> </div> <ul style="list-style-type: none"> <li>Applicant waives any claim to the use of any particular frequency regardless of prior use by licensee or otherwise</li> <li>Applicant will have unlimited access to the radio equipment and will control access to exclude unauthorized persons;</li> <li>Neither applicant nor any member thereof is a foreign government or representative thereof;</li> <li>Applicant certifies that all statements made in this application and attachments are true, complete and made in good faith;</li> <li>Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance.</li> </ul> <p style="text-align: center; margin-top: 10px;"> <b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(A)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).</b> </p>	
<b>Signature of Authorized Employee of Licensee Corporation:*</b> <div style="border: 1px solid black; width: 450px; height: 1.2em; margin-top: 2px;"></div> Don W Warkentin	<b>Date:</b> 12/02/1999
<b>Signature of Transferee of Control*</b> <div style="border: 1px solid black; width: 450px; height: 1.2em; margin-top: 2px;"></div> David A Miller	<b>Date:</b> 12/02/1999
<b>Check appropriate classification: *</b> <input type="radio"/> Individual <input type="radio"/> Partner <input checked="" type="radio"/> Officer <input type="radio"/> Other (Please specify in an exhibit)	
<b>NOTE: An asterisk "*" displayed after a field indicates it must be completed before this application can be submitted.</b>	

**PUBLIC INTEREST STATEMENT**

By this application, Aerial Communications, Inc. ("Aerial") requests Commission consent to assign the license for Experimental Station WA2XHB, authorizing experimental service to VoiceStream Wireless Holding Inc. ("VoiceStream Holdings"). This application is one of 14 applications filed simultaneously herewith relating to a merger between Aerial and VoiceStream Wireless Corporation ("VoiceStream"). The combination of VoiceStream and Aerial brings together two major providers of GSM in the United States. VoiceStream Holdings will reap the benefits of increased scale and scope, improve spectrum efficiency, add to industry capacity, and facilitate widespread availability of advanced service packages that consumers are demanding. The subject experimental station is an integral part of that nationwide GSM system. Accordingly, grant of this application will serve the public interest.

**GURMAN, BLASK & FREEDMAN, CHARTERED**

1400 SIXTEENTH STREET, N.W.  
SUITE 500  
WASHINGTON, D.C. 20036

EXPLANATION	AMOUNT

15-52/540

5358

PAY  
AMOUNT  
OF

*Forty Five*

*00/100*

DOLLARS

CHECK  
AMOUNT

DATE	TO THE ORDER OF	GROSS	DESCRIPTION	CHECK NUMBER
<i>12/2/99</i>	<i>FCC</i>	<i>Sl/ing fee</i>	<i>1034-38</i>	<i>5358</i>

\$ *45.00*

**CRESTAR**

CRESTAR BANK, N.A.  
WASHINGTON, D.C.

*[Signature]*

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